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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

HAROLD G. MALLON, Derivatively on
Behalf of METLIFE, INC.,

Plaintiff,

v.

STEVEN A. KANDARIAN, ERIC T.
STEIGERWALT, WILLIAM J. WHEELER,
PETER M. CARLSON, CHERYL W.
GRISE, HUGH B. PRICE, JOHN M.
KEANE, KENTON J. SICCHITANO,
SYLVIA MATHEWS BURWELL, JAMES
M. KILTS, R. GLENN HUBBARD, DAVID
SATCHER, EDUARDO CASTRO-
WRIGHT, LULU C. WANG, CATHERINE
R. KINNEY, ALFRED F. KELLY, JR., C.
ROBERT HENRIKSON, and WILLIAM J.
MULLANEY,

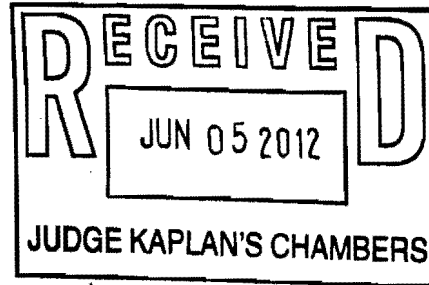
Defendants,

-and-

METLIFE, INC., a Delaware corporation,

Nominal Defendant.

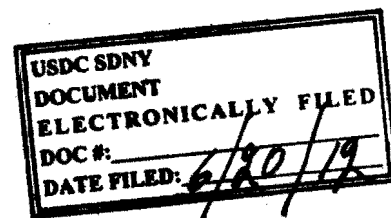
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Case No. 1:12-cv-02323-LAK

ECF CASE

**STIPULATION AND ~~PROPOSED~~
ORDER CONSOLIDATING AND
STAYING RELATED ACTIONS**



CONGETTA J. MARTINO, PHILIP E.
RICCIARDI, and PHYLLIS D. RICCIARDI,
Derivatively on Behalf of METLIFE, INC.,

Plaintiffs,

v.

STEVEN A. KANDARIAN, ERIC T.
STEIGERWALT, WILLIAM J. WHEELER,
PETER M. CARLSON, CHERYL W.
GRISÉ, HUGH B. PRICE, JOHN M.
KEANE, KENTON J. SICCHITANO,
SYLVIA MATHEWS BURWELL, JAMES
M. KILTS, R. GLENN HUBBARD, DAVID
SATCHEL, EDUARDO CASTRO-
WRIGHT, LULU C. WANG, CATHERINE
R. KINNEY, ALFRED F. KELLY, JR., C.
ROBERT HENRIKSON, and WILLIAM J.
MULLANEY,

Defendants,

-and-

METLIFE, INC., a Delaware corporation,

Nominal Defendant.

X

Case No. 1:12-cv-03110

X

WHEREAS, plaintiff Harold G. Mallon filed his Verified Shareholder Derivative Complaint of Breach of Fiduciary Duties, Waste of Corporate Assets, and Unjust Enrichment on March 28, 2012 (the "*Mallon* Action");

WHEREAS, plaintiffs Congetta J. Martino, Philip E. Ricciardi, and Phyllis D. Ricciardi filed their Verified Shareholder Derivative Complaint of Breach of Fiduciary Duties, Waste of Corporate Assets, and Unjust Enrichment on April 19, 2012 (the "*Martino* Action");

WHEREAS, the parties agree that the *Mallon* Action and the *Martino* Action (collectively, "Actions") involve identical questions of law and fact and, in the interests of justice and efficiency, should be consolidated for all purposes, including pre-trial proceedings and trial, pursuant to Rule 42 of the Federal Rules of Civil Procedure;

WHEREAS, two shareholder derivative cases, *Fishbaum v. Kandarian* and *Batchelder v. Burwell* (the "State Court Actions") were previously filed in the Supreme Court of the State of New York on January 7, 2012 and March 6, 2012, respectively;

WHEREAS, the Actions and the State Court Actions involve common questions of law and fact;

WHEREAS, plaintiffs agree to coordinate the litigation of the Actions with the plaintiffs in the State Court Actions; and

WHEREAS, the parties agree that, in the interests of judicial economy and to avoid duplicative and potentially inconsistent rulings, the Actions should be stayed pending further order of the Court.

NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED by the parties, through their respective counsel of record, and subject to approval of the Court, as follows:

1. The following Actions are hereby consolidated for all purposes, including pre-trial proceedings and trial:

<u>Abbreviated Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Mallon v. Kandarian</i>	1:12-cv-02323-LAK	March 28, 2012
<i>Martino v. Kandarian</i>	1:12-cv-03110	April 19, 2012

2. The files of these consolidated Actions will be maintained in one file under Lead Case No. 1:12-cv-02323-LAK.

3. The Actions are hereby stayed pending further order of the Court.

4. The parties will update the Court every 90 days regarding the status of the derivative claims.

Dated: June 4, 2012

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Dated: June 3, 2012


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Hubbard, David Satcher, Eduardo Castro-
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Alfred P. Kelly, Jr., C. Robert Henrikson, and
William J. Mullaney, and Nominal Defendant
MetLife, Inc.*

SO ORDERED this 20th day of June, 2012.


HONORABLE LEWIS A. KAPLAN
UNITED STATES DISTRICT JUDGE